

Richard T. Williams (State Bar No. 52896)
Tara L. Cooper (State Bar No. 239018)
HOLLAND & KNIGHT LLP
633 West Fifth Street, 21st Floor
Los Angeles, California 90071-2040
Telephone: (213) 896-2400
Facsimile: (213) 896-2450
richard.williams@hklaw.com
Attorneys for Defendant
Ritz Camera Centers, Inc.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

ZACHARY HILE, on behalf of
him/herself and all others similarly
situated,

Plaintiff,

v.

RITZ CAMERA CENTERS, INC.,

Defendant.

Case No.: CV-07-00716 SBA
and CV 07-2349 GAF

Hon. Sandra B. Armstrong

DECLARATION OF CURTIS
SCHEEL IN SUPPORT OF MOTION
FOR PRELIMINARY APPROVAL OF
CLASS ACTION SETTLEMENT

Date: June 3, 2008

Time: 1:00 PM

Ctrm: 3, 3rd Floor

Hon. Sandra B. Armstrong

SHOGHER ANDONIAN,
individually and on behalf of all
others similarly situated,

Plaintiff,

v.

RITZ CAMERA CENTERS, INC., a
Delaware corporation; and DOES 1
through 10, inclusive,

Defendants.

I, Curtis J. Scheel, declare and say as follows:

1. I am the President and Chief Operating Officer of Defendant Ritz
Camera Centers, Inc. ("RCCI"), a position I have held since December 27, 2007.
Since joining RCCI in January 2003, I have held various executive positions,

1 including Chief Operating Officer and Chief Financial Officer. The statements
2 contained in this Declaration are made from my personal knowledge and from my
3 review of documents prepared in the ordinary course of business by RCCI
4 employees under my general supervision and direction; if called as a witness in
5 these proceedings, I could and would testify competently to each of the matters set
6 forth herein.
7

8 2. Based upon information I have reviewed from records of RCCI
9 prepared and maintained in the ordinary course of business, I confirm the
10 representation made in the Stipulation of Settlement herein that between December
11 4, 2006 and April 9, 2007, at its U.S. retail outlets selling cameras, lenses, digital
12 memory products, imaging products and services, RCCI printed approximately
13 2.55 million credit card and debit card receipts displaying a card expiration date.
14 These receipts were issued to approximately 1.7 million different consumers, some
15 of whom received more than one receipt. By April 9, 2007, all RCCI locations
16 were fully FACTA-compliant.
17

18 3. Based upon information I have reviewed from records of RCCI
19 prepared and maintained in the ordinary course of business, I confirm the
20 representation made in the Stipulation of Settlement herein that more than 80% of
21 the total sales in 2006 at U.S. retail outlets of RCCI selling cameras, lenses, digital
22 memory products, imaging products and services encompass and are of the sale of
23 those products. Further, and also based on RCCI's 2006 sales at these outlets, I
24 confirm that more than 80% of all camera, lens and digital memory sales fall
25 within parameters in the Stipulation of Settlement that would allow the proposed
26
27
28

1 Settlement Package Award Certificate and Supplemental Award Certificate to be
2 used in such sales transactions.

3
4 4. With respect to notice to members of the proposed Settlement Class,
5 since November 2006, prior to the time period relevant to this litigation, RCCI has
6 not collected street addresses or postal mailing addresses from its customers. RCCI
7 has no means to gather names and street addresses or postal mailing addresses of
8 individual members of the proposed Settlement Class. Whether financial
9 institutions who issued credit cards or debit cards used by customers in
10 transactions at RCCI outlets between December 4, 2006 and April 9, 2007, could
11 or would provide names and addresses for those customers is unknown to RCCI;
12 attempting to assemble the individual names and addresses for 1.7 million
13 customers would undoubtedly involve huge amounts of time and significant
14 expenditure by such financial institutions and the parties, far more than reasonable
15 effort, without assurance the process can be accomplished in a reasonable time.

16 5. RCCI has, for many years, advertised frequently and regularly with
17 printed inserts in the Sunday editions of newspapers and customary weekly
18 advertising publications of such newspapers (collectively, "Insert Publications") in
19 the major metropolitan areas of the United States. In my observation and
20 experience, these printed insert advertisements have been the principal means for
21 communication between RCCI and its customers. The newspapers in which RCCI
22 regularly advertises with inserts in Insert Publications, along with their reported
23 circulation and headquarters cities, are as follows:

Paper Name	Headquarters	Circulation of RCCI Inserts
Atlanta Journal	Atlanta, GA	866,000

1	Austin American Statesman	Austin, TX	87,830
2			
3	Baltimore Examiner	Baltimore, MD	178,837
4			
5	Baltimore Sun	Baltimore, MD	208,610
6			
7	Birmingham News	Birmingham, AL	85,291
8			
9	Boston Globe	Boston, MA	546,575
10			
11	Charleston Post & Courier	Charleston, SC	112,295
12			
13	Charlotte Observer	Charlotte, NC	141,300
14			
15	Chattanooga Times Free Press	Chattanooga, TN	90,373
16			
17	Chicago Tribune	Chicago, IL	958,500
18			
19	Cincinnati Enquirer	Cincinnati, OH	307,259
20			
21	Cleveland Plain Dealer	Cleveland, OH	319,977
22	Columbia State	131,416	145,000
23			
24	Dallas Morning News	Dallas, TX	570,000
25			
26	Denver Post	Denver, CO	508,730
27			
28	Detroit News and Free Press	Detroit, MI	160,253
	Ft. Lauderdale Sun Sentinel	Ft. Lauderdale, FL	550,000

Ft. Worth Star Telegram	Ft. Worth, TX	175,630
Greenville News-Piedmont	Greenville, NC	119,000
Hartford Courant	Hartford, CT	240,559
Houston Chronicle	Houston, TX	359,746
Kansas City Star	Kansas City, MO	254,730
Kingsport Times-News	Kingsport, TN	48,000
Los Angeles Times	Los Angeles, CA	844,093
Manchester Union Leader	Manchester, NH	54,108
Memphis Commercial Appeal	Memphis, TN	165,716
Miami Herald	Miami, FL	189,000
Milwaukee Journal	Milwaukee, WI	218,876

Minneapolis Star Tribune	Minneapolis, MN	507,160
Nashville Tennessean	Nashville, TN	200,000
Norfolk Virginian Pilot	Norfolk, VA	144,675
Orlando Sentinel	Orlando, FL	208,400
Philadelphia Inquirer	Philadelphia, PA	651,000
Phoenix Arizona Republic	Phoenix, AZ	369,917
Pittsburgh Post Gazette	Pittsburgh, PA	294,960
Portland Oregonian	Portland, OR	300,000

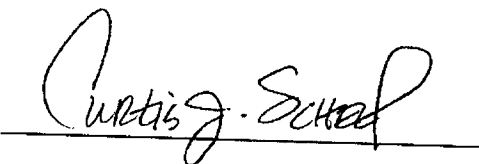
Providence Journal	Providence, RI	219,769
Raleigh News & Observer	Raleigh, NC	186,590
Richmond Times Dispatch	Richmond, VA	142,888
Sacramento Bee	Sacramento, CA	225,418
Salt Lake City Tribune	Salt Lake City, UT	127,395
San Antonio Express News	San Antonio, TX	125,386
San Diego Union Tribune	San Diego, CA	318,848
San Francisco Chronicle	San Francisco, CA	364,900
San Francisco Examiner	San Francisco, CA	244,034

1			
2	San Jose Mercury News	San Jose, CA	264,486
3			
4	Sarasota Herald-Tribune	Sarasota, FL	105,990
5			
6	Seattle Times	Seattle, WA	385,000
7			
8	St Louis Post Dispatch	St. Louis, MO	85,266
9			
10	St Paul Pioneer Press	St. Paul, MN	85,266
11	St. Petersburg Times	St. Petersburg, FL	285,000
12			
13	Tampa Tribune	Tampa, FL	126,469
14			
15			
16			
17			
18	Washington Examiner	Washington, DC	158,445
19			
20			
21	Washington Post	Washington, DC	1,002,300
22			
23			
24			
25			
26			
27			
28			

1
2
3 6. The publication of an insert in the Insert Publications of each of the
4 above-listed newspapers will reach, according to the most recent information
5 reported to RCCI, approximately 11.4 million newspaper subscribers and
6 customers. RCCI will publish notice, as approved by this Court pursuant to the
7 present Motion for Preliminary Approval of Class Action Settlement, in inserts in
8 the Insert Publications of the above-listed newspapers on two separate Sundays
9 (for Sunday editions) and in two separate weeklies (for weekly advertising
10 publications), for a total of approximately 23 million inserts.

11 7. From my observation and experience of RCCI sales and store
12 locations and my review of information from records maintained by RCCI in the
13 ordinary course of business, I confirm that more than 85 percent (85%) of RCCI's
14 total sales of cameras, lenses, digital memory products, imaging products and
15 services are made within the circulation areas of the above-listed newspapers. I
16 further confirm that more than 85 percent (85%) of RCCI's retail outlets where
17 these products are sold are located within the circulation areas of the above-listed
18 newspapers.

19 Executed under penalty of perjury under the laws of Maryland and the
20 United States this 8th day of April, 2008.

21
22
23 

24 Curtis J. Scheel

25
26
27 # 5245806_v1